

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

WHITNEY MAIN, HENRY SCHMIDT and §
DANIEL GRENTZ, individually and as §
representatives of a class of similarly situated §
persons, and on behalf of the American §
Airlines, Inc., 401(k) Plan, §
§ Case No. 4:16-cv-00473-O
Plaintiffs, §
§
v. §
§
AMERICAN AIRLINES INC., PENSION §
ASSET ADMINISTRATION COMMITTEE, §
BENEFITS STRATEGY COMMITTEE, §
PENSION BENEFITS ADMINISTRATION §
COMMITTEE, EMPLOYEE BENEFITS §
COMMITTEE, AND JOHN DOES 1-90, §
§
Defendants. §

ORAL ARGUMENT REQUESTED

DEFENDANTS' MOTION TO DISMISS PLAINTIFFS' AMENDED COMPLAINT

Defendants American Airlines, Inc., the Pension Asset Administration Committee, the Benefits Strategy Committee, the Pension Benefits Administration Committee, and the Employee Benefits Committee, respectfully move the Court to dismiss the First Amended Class Action Complaint filed by Plaintiffs Whitney Main, Henry Schmidt, and Daniel Grentz (the “Amended Complaint”). For the reasons stated in the accompanying Memorandum in Support of Defendants’ Motion to Dismiss Plaintiffs’ Amended Complaint, the Amended Complaint should be dismissed entirely and with prejudice pursuant to Federal Rule of Civil Procedure 12(b)(6) because Plaintiffs fail to state a claim under the Employee Retirement Income Security Act of 1974.

WHEREFORE, Defendants respectfully request dismissal of the Amended Complaint.

Respectfully submitted,

Dated: August 5, 2016

/s/ Lars L. Berg

Dee J. Kelly, Jr. (S.B. # 11217250)
Lars L. Berg (S.B. # 00787072)
KELLY HART & HALLMAN LLP
201 Main Street, Suite 2500
Fort Worth, Texas 76102
Tel.: (817) 332-2500
Fax: (817) 878-9280
dee.kelly.2@kellyhart.com
lars.berg@kellyhart.com

Brian D. Boyle (*admitted pro hac vice*)
(D.C. Bar # 419773)
Shannon M. Barrett (*admitted pro hac vice*)
(D.C. Bar # 476866)
Meaghan VerGow (*admitted pro hac vice*)
(D.C. Bar # 977165)
O'MELVENY & MYERS LLP
1625 Eye Street, N.W.
Washington, D.C. 20006
Tel.: (202) 383-5300
Fax: (202) 383-5300
bboyle@omm.com
sbarrett@omm.com
mvergow@omm.com

Attorneys for Defendants

CERTIFICATE OF SERVICE

On August 5, 2016, a true and correct copy of the foregoing document was served upon all persons who have requested notice and service of pleadings in this case via the Court's CM/ECF system.

/s/ Lars L. Berg

Lars L. Berg